

Daniel P. Winikka (TX 00794873)  
**Loewinsohn Flegle Deary Simon LLP**  
12377 Merit Drive  
Suite 900  
Dallas, Texas 75251  
Telephone: (214) 572-1700  
Facsimile: (214) 572-1717  
danw@lfdslaw.com

(*Other counsel listed at the end of the pleading*)

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>IN RE:</b>	§	Chapter 11
	§	
<b>THINK FINANCE, LLC, et al.,<sup>1</sup></b>	§	Case No. 17-33964 (HDH)
	§	
<b>Debtors.</b>	§	(Jointly Administered)

**MS. MILLER'S WITNESS AND EXHIBIT LIST  
FOR AUGUST 31, 2018 HEARING ON MOTIONS TO COMPEL**

Claimant Beverly Kristina Miller ("Ms. Miller"), by her undersigned counsel, hereby submits this witness and exhibit list for the August 31, 2018 hearing (the "Hearing") on *Ms. Miller's Motion to Compel Responses to Discovery and Production of Documents* [Doc. No. 695], and *Ms. Miller's Motion to Compel and Certification of Efforts to Meet and Confer Per Court Order* [Doc. No. 742] (together, the "Motions to Compel"), filed in connection with the *Debtors' First Omnibus Objection to Certain Claims* [Doc. No. 359] (the "First Omnibus Claims Objection") in these chapter 11 cases (the "Chapter 11 Cases").

---

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Think Finance, LLC (6762), Think Finance SPV, LLC (4522), Financial U, LLC (1850), TC Loan Service, LLC (3103), Tailwind Marketing, LLC (1602), TC Administrative Services, LLC (4558), and TC Decision Sciences, LLC (8949).

### WITNESS LIST

- Witnesses necessary to authenticate any documents that may be used at the Hearing;
- Any persons listed or called as witnesses by any other party,
- Any impeachment witness; and
- Any rebuttal witness.

### EXHIBIT LIST

Ms. Miller may offer into evidence any one or more of the following exhibits:

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	FILED UNDER SEAL	DATE
P-1	Excerpts from the deposition of Jason Harvison				X <sup>2</sup>	4/17/2018
P-2	Excerpts from the deposition of Kenneth Rees				X <sup>3</sup>	5/8/2018
P-3	Term Sheet for Think Finance – Chippewa Cree Transaction				X	3/11/2011
P-4	Affidavit of Neal Rosette, Sr.				X	3/18/2015
P-5	Affidavit of Matthew D. Preodom				X	8/13/2015
P-6	Great Plains Lending Meeting PowerPoint Presentation				X	1/12/2011
P-7	Inspector General Reports				X	5/24/2013
P-8	Otoe Complaint For Declaratory and Injunctive Relief (SDNY)				X	8/21/2013
P-9	Otoe SDNY Memorandum and Order (13-CIV-5930)				X	9/30/2013
P-10	E-mail from C. Callaway to D. Baren				X	3/25/2013
P-11	Letter to D. Baren from C. Callaway				X	9/30/2013
P-12	Elevate Credit, Inc. Amendment No. 3 to Form S-1 Registration Statement				X	6/3/2016

<sup>2</sup> Exhibit P-1 was identified as a “forthcoming exhibit” in the motion to compel filed at Doc. No. 742.

<sup>3</sup> Exhibit P-2 was identified as a “forthcoming exhibit” in the motion to compel filed at Doc. No. 742.

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	FILED UNDER SEAL	DATE
P-13	Otoe Notice of Voluntary Dismissal Without Prejudice (SDNY)				X	11/3/2014
P-14	B. Miller Consumer Loan Agreement				X	7/26/2013
P-15	B. Miller Consumer Loan Agreement				X	11/18/2013
P-16	B. Miller Consumer Loan Agreement				X	12/11/2015
P-17	B. Miller Consumer Loan Agreement				X	3/13/2017
P-18	GPLS Diagram				X	N/A
P-19	Tailwind Marketing's 2011 Marketing Agreement with Great Plains Lending				X	5/25/2011
P-20	TC Decision Sciences, LLC's 2011 Marketing Agreement with Great Plains Lending				X	5/25/2011
P-21	GPL Servicing, Ltd.'s 2001 Marketing Agreement with Great Plains Lending				X	5/2011
P-22	TC Administrative Services, LLC's Eleventh Amended and Restated Administrative Agency Agreement				X	7/7/2016
P-23	GPLS' Amended and Restated Articles of Association				X	3/20/2015
P-24	GPLS' Guaranty And Security Agreement				X	7/25/2016
P-25	GPLS' Participation Agreement with Plain Green				X	3/18/2011
P-26	TC Decision Sciences, LLC's License and Support Agreement with Plain Green				X	3/18/2011
P-27	TC Decision Sciences, LLC's Servicing Agreement with Plain Green				X	3/18/2011
P-28	TC Loan Services, LLC's Credit Facility Agreement with Plain Green				X	5/10/2011
P-29	GPLS' Combined Financial Statements and Report of Independent CPAs for the year ended 12/31/2012 and for the period from 2/28/11 through 12/31/2011				X	5/24/2013
P-30	VPC Funding Deal				X	N/A
P-31	GPL Flow of Funds				X	N/A

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	FILED UNDER SEAL	DATE
P-32	Bar Date Motion Hearing Transcript excerpts				X	11/20/2017
P-33	VP's Preliminary Response To TF's Claim For Emergency Injunctive Relief Pursuant To Rule 2(C) Of JAMS Comprehensive Arbitration Rules				X	N/A
P-34	Cortex Revolving Loan Agreement, Promissory Note and Security Agreement				X	8/21/2017
P-35	TF Investment Services, LLC's Amended And Restated Revolving Loan Agreement, Promissory Note and Security Agreement with Think Finance, LLC				X	8/21/2017
P-36	Letter from M. Wong to Zemnick				X	8/3/2017
P-37	Reply brief for Appellants Joel Rosette, Ted Whitford and Tim McInerney (2 <sup>nd</sup> Circuit Appeal 16-2019)				X	1/27/2017
P-38	Joint Reply Brief for Defendants-Appellants Think Finance, TC Decision Sciences, Tailwind Marketing, TC Loan Service, Technology Crossover Ventures, Kenneth Rees and Sequoia Capital Operations				X	1/27/2017
P-39	Opinion and Order re: Cross Motion For Jurisdictional Discovery and Motions to Dismiss and To Compel Arbitration (D. Vt. 15-00101)				X	5/18/2016
P-40	Excerpts from the deposition of Thomas Welch				X <sup>4</sup>	9/10/2017
P-41	US v. Hallinan (E.D. Pa. 16-130-01), Order re: production of documents				X	10/12/2017
P-42	E-mail to T. Welch from C. Lutes re: 2013 revenue forecast				X	4/18/2013
P-43	E-mail to G. Blackmon from C. Lutes re: due diligence				X	10/4/2013
P-44	E-mail to F. Poisson From J. Knauss re: states serviced by tribes				X	11/20/2013
P-45	Appendix A to Motion to Compel [Doc No. 742]					N/A

<sup>4</sup> Exhibit P-40 was identified as a "forthcoming exhibit" in the motion to compel filed at Doc. No. 742.

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	FILED UNDER SEAL	DATE
P-46	Nationwide Plain Green and Great Plains Lending Plaintiffs' Interrogatories and Requests for Production of Documents					5/17/2018
P-47	Debtors' Objections To VT/NC Counsel's Unauthorized Interrogatories And Requests For Production Of Documents					6/18/2018
P-48	Term Sheet For Think Finance – Chippewa Cree Transaction					3/11/2011
P-49	Affidavit Of Matthew D. Preodom					8/13/2015
P-50	E-mail from M. Byrne to J. Paget re: discovery requests					7/6/2018
P-51	Initial 7023 Hearing Transcript excerpts (S. Smith Testimony)					8/8/2018

#### RESERVATION OF RIGHTS

Ms. Miller reserves the right to (a) amend or supplement the foregoing lists of witnesses and exhibits at any time prior to the Hearing; (b) use additional exhibits for purposes of rebuttal or impeachment, whether or not designated herein, and to further supplement the foregoing lists of witnesses and exhibits as necessary in connection therewith; (c) rely upon and use as evidence (i) additional documents produced by any party after the submission of this exhibit list, (ii) exhibits included on the exhibit lists of any other party, and (iii) any pleading, hearing transcript, order, or other document filed with or by the Court in the Chapter 11 Cases; and/or (d) request that the Court take judicial notice of any pleadings, hearing transcripts, orders, or other documents filed in the Chapter 11 Cases, the adversary proceedings related thereto, and any related litigation filed on behalf of plaintiffs for the putative classes in Vermont or North Carolina.

Dated: August 29, 2018

Respectfully submitted,

/s/ Daniel P. Winikka

Daniel P. Winikka (TX 00794873)  
**LOEWINSOHN FLEGLE DEARY SIMON LLP**  
12377 Merit Drive  
Suite 900  
Dallas, Texas 75251  
Telephone: (214) 572-1700  
Facsimile: (214) 572-1717  
danw@lfdslaw.com

-and-

Michael S. Etkin (*Pro Hac Vice*)  
Andrew Behlmann (*Pro Hac Vice*)  
Nicole Fulfree (*Pro Hac Vice*)  
**LOWENSTEIN SANDLER LLP**  
One Lowenstein Drive  
Roseland, New Jersey 07068  
Telephone: (973) 597-2500  
Facsimile: (973) 597-2333  
metkin@lowenstein.com  
abehlmann@lowenstein.com  
nfulfree@lowenstein.com

*Bankruptcy Counsel to Ms. Miller*

-and-

Matthew B. Byrne  
**GRAVEL & SHEA PC**  
76 St. Paul Street, 7th Floor, P.O. Box 639  
Burlington, VT 05402-0369  
Telephone: (802) 658-0220

Kathleen M. Donovan-Maher  
Steven J. Buttacavoli  
Steven L. Groopman  
**BERMAN TABACCO**  
One Liberty Square  
Boston, MA 02109  
Telephone: (617) 542-8300

*Class Counsel to Ms. Miller*

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies, that on this 29<sup>th</sup> day of August, 2018, he caused to be served a true and correct copy of Ms. Miller's Witness and Exhibit List for August 31, 2018 Hearing on Motions to Compel, by electronically filing it with the Court using the CM/ECF system, which sent notification to all parties of interest participating in the CM/ECF system.

*/s/ Daniel P. Winikka*

Daniel P. Winikka